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 Fax Number : (850) 617-6380

From:

Account Name : J. PATRICK FITZGERALD & ASSOCIATES, P.A.  
 Account Number : I20090000011  
 Phone : (305) 443-9162  
 Fax Number : (305) 443-6613

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Email Address: ERG@JPFITZLAW.COM

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
 OUR LADY QUEEN OF PEACE CATHOLIC CEMETERY OF  
 THE DIO**

Certificate of Status	0
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 PALM BEACH COUNTY, FLORIDA

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AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
OUR LADY QUEEN OF PEACE CATHOLIC CEMETERY  
OF THE DIOCESE OF PALM BEACH, INC.,  
a Florida not for profit Corporation

The undersigned, for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation is Our Lady Queen of Peace Catholic Cemetery of the Diocese of Palm Beach, Inc., a Florida not for profit corporation ("Corporation"), and its principal place of business and mailing address is 9995 N. Military Trail, Palm Beach Gardens, Florida 33410.

ARTICLE II  
PURPOSE

The general purpose of the Corporation shall be to hold title to property which shall be used exclusively for a Catholic cemetery or cemeteries or place for the burial of the dead, under the authority of the Diocese of Palm Beach, and to manage, operate and generally to do everything and anything necessary, expedient or incidental to the maintaining of a Catholic cemetery or cemeteries in the Diocese of Palm Beach in Florida.

ARTICLE III  
QUALIFICATIONS FOR CORPORATE MEMBER  
AND THE MANNER OF ADMISSION

The Member shall be the Most Reverend Gerald M. Barbarito, D.D., J.C.L., as Bishop of the Diocese of Palm Beach, and his successors in office.

ARTICLE IV  
DURATION

The Corporation shall have perpetual existence.

ARTICLE V  
POWERS

The Corporation shall have the power to purchase, own, hold, rent and lease real and personal property, of every kind and nature; the receipt by gifts or bequests wherever situated; to convey, mortgage and otherwise dispose of property in any manner acquired by it; and at any time to contract, sue and be sued in its corporate name; to borrow money; to have a corporate

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seal, should it so desire; to adopt, amend, repeal, or to alter such Bylaws as its Member may, from time to time, hereafter adopt; to carry on fundraising campaigns to solicit funds for the use of the Corporation, and in general to do any and all purposes for which the Corporation is formed. Article II of the Articles is intended as both objects and powers, and shall not limit the objects or powers of the Corporation to accomplish any approved religious, charitable, scientific or educational purpose within the meaning under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code), as hereafter amended or supplemented by acts of Congress, and of such pertinent regulations thereunder as have been or hereafter may be promulgated. Notwithstanding anything herein to the contrary, no powers enumerated herein accorded to the Directors generally pursuant by law shall be construed to permit the property of the Corporation to be used other than for approved charitable, religious, scientific, or educational purposes.

**ARTICLE VI**  
**LIMITATIONS ON ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director or Officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation, provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not for profit corporate member described under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code). No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code), or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE VII**  
**ADDRESS OF REGISTERED OFFICE**  
**NAME OF REGISTERED AGENT**

The street address of the registered office of the Corporation is 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134. The registered agent of the Corporation is J. Patrick Fitzgerald, Esquire.

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**ARTICLE IX  
RESERVATION OF POWERS TO MEMBER**

The Corporation is an apostolate of the Roman Catholic Church and as such the Canon law requires that certain powers should be reserved to the Bishop of the Diocese. Therefore, the following powers are specifically reserved to the Member:

- A. The operating philosophy of the Corporation shall be approved by the Member;
- B. The Corporation may not be merged or dissolved without the express written approval of the Member.

**ARTICLE X  
BOARD OF DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than three (3) and not more than ten (10) persons, the exact number to be determined from time to time in accordance with the Bylaws. The Directors shall be appointed by the Member. The Member may remove any or all of the Directors from the Board, with or without cause and at such time as he may determine, in his sole discretion. The Board of Directors shall include the following Diocese of Palm Beach representatives as ex officio voting Directors: the Vicar General, Chancellor, Finance Administrator, and Real Estate Manager.

**ARTICLE XI  
OFFICERS**

The Corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office at one time. Such officers shall be appointed by the Member. The Member may remove any or all of the officers from office, with or without cause, and at such time as he may determine.

The names of the officers who are to manage all of the affairs until the next appointed under the Bylaws are as follows:

- |                                 |                     |
|---------------------------------|---------------------|
| Daniel P. Lewis                 | President           |
| Very Rev. Albert A. Dello Russo | Vice President      |
| Vito Gendusa                    | Secretary/Treasurer |
| J. Patrick Fitzgerald, Esq.     | Assistant Secretary |

**ARTICLE XII  
BYLAWS**

The Member shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered, modified or revoked by the Member in any manner permitted by the Bylaws.

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**ARTICLE XIII  
CONDUCT OF AFFAIRS**

The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law, the religious directives of the Diocese, all applicable directives and teachings of the Roman Catholic Church, and the provisions of these Articles of Incorporation and the Bylaws of the Corporation.

**ARTICLE XIV  
DISSOLUTION**

Upon the dissolution of the Corporation, the Member of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, within his sole discretion, to the Diocese, an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, if still exempt at the time of such disposition, or if not still exempt, then to such organization or organizations organized and operated exclusively for charitable, educational, scientific, or religious purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Member of the Corporation shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine.

**ARTICLE XV  
AMENDMENT OF THE ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended, altered, modified or revoked only upon the direction of the Member.

IN WITNESS WHEREOF, I have subscribed my name this 27 day of January, 2020.

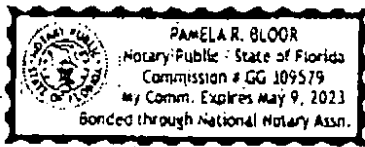
Member  
Gerald M. Barbarito  
Most Rev. Gerald M. Barbarito, D.D., J.C.L., as Bishop of the Diocese of Palm Beach, and his successors

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STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of JANUARY, 2020, by the Most Reverend Gerald M. Barbarito, D.D., J.C.L., as Bishop of the Diocese of Palm Beach, and his successors, the Member of Our Lady Queen of Peace Catholic Cemetery of the Diocese of Palm Beach, Inc., a Florida not for profit corporation, on behalf of the Corporation. (Check One) [  ] He is personally known to me or [  ] He has provided 1/19, as identification.



Pamela R. Bloor  
NOTARY PUBLIC - STATE OF FLORIDA,  
At Large  
Print, type or stamp Commissioned Name of Notary Public:

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CLERK OF THE STATE  
JAN BARBARITO  
OF FLORIDA

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ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for Our Lady Queen of Peace Catholic Cemetery of the Diocese of Palm Beach, Inc., a Florida not for profit corporation, at the office stated above, I hereby agree to act in this capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.

  
\_\_\_\_\_  
J. Patrick Fitzgerald  
Registered Agent

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The date of each amendment(s) adoption: \_\_\_\_\_

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated: January 27, 2020

Signature: *Daniel P. Lewis*

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Daniel P. Lewis

(Typed or printed name of person signing)

President

(Title of person signing)

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PPA# 14-15 AMENDED RESTATED ARTICLES OF INCORPORATION FINAL 1-23-2020